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GENERAL

1. Name, Legal Status, Foundation, Language

- 1.1 The society, called Badminton Oceania Confederation Incorporated is hereinafter referred to as “BADMINTON OCEANIA” is organised as a not-for-profit organisation. It is registered as an incorporated society in New Zealand.
- 1.2 BADMINTON OCEANIA was established in 1987.
- 1.3 BADMINTON OCEANIA is a Continental Confederation of the Badminton World Federation (BWF). BADMINTON OCEANIA is the governing body for badminton to all countries located in the Pacific Region which are defined by the Badminton World Federation (BWF) as forming the Oceania Region and subject to the rules of the BWF either directly or through another member of BWF.
- 1.4 BADMINTON OCEANIA shall possess legal personality and have the capacity to contract, acquire and dispose of immovable property, and to institute and defend in legal proceedings.
- 1.5 The Constitution of BADMINTON OCEANIA and any regulations, guidelines and policies made pursuant to this Constitution shall be interpreted by the Executive Board. The Executive Board may, at its discretion, review any of its interpretations of the regulations, guidelines and policies of BADMINTON OCEANIA.
- 1.6 This Constitution shall be binding on all countries who are Members of BADMINTON OCEANIA and all players, officials, volunteers, employees and contractors, committees and executives acting in any matter under the jurisdiction or control of BADMINTON OCEANIA.
- 1.7 The official language of BADMINTON OCEANIA is English.
- 1.8 The office location of BADMINTON OCEANIA shall be determined by the Executive Board.
- 1.9 The financial year of BADMINTON OCEANIA closes on 31 December in each year.

2. Purposes and Objectives

The key focus of BADMINTON OCEANIA is the governance and administration of Badminton in the Oceania region.

The Purposes and Objectives of BADMINTON OCEANIA shall be to:

- 2.1 publish and promote the Statutes and Principles;

- 2.2 promote, popularise and control badminton in all countries in the Oceania region;
- 2.3 support and encourage the development of Badminton in the region as a sport for all;
- 2.4 conduct Oceania Championships and other Oceania tournaments and activities in co-operation with Members;
- 2.5 encourage the formation of new Members, to strengthen the bonds between Members and to support the BWF to resolve disputes between Members;
- 2.6 manage the funds of BADMINTON OCEANIA, engage in commercial and marketing activities that give benefit to badminton to ensure sustainable development of BADMINTON OCEANIA and badminton in the Oceania region;
- 2.7 ensure the integrity of Badminton through programmes promoting fair competition free from doping and manipulation of the outcome of matches;
- 2.8 control the use of the word Oceania in conjunction with any badminton event or activity held by or within the territories of any Member;
- 2.9 In conjunction with the BWF to take responsibility for:
 - a) organisation, administration and promotion of a range of development programmes, courses and activities within the Oceania region and between continents
 - b) administration and oversight of tournaments in Oceania in accordance with the regulations of BADMINTON OCEANIA and the BWF
 - c) training and administration of technical officials to meet the requirements of events in Oceania and as requested from the BWF
 - d) undertaking planning and budgeting to develop badminton in Oceania

3. Principles

Autonomy

- 3.1 The autonomy of international sport is a fundamental principle. BADMINTON OCEANIA shall allow Members complete autonomy in their own territory. It will have no part in purely national issues unless such issues affect the international image, or the Olympic and Paralympic status of the sport in any way. When the autonomy of a member is being compromised, the BWF shall take any appropriate measures.
- 3.2 Members must manage their internal affairs with total independence and ensure that no third party interferes in their operations. Members must remain autonomous and resist political, religious and financial pressure which may infringe their commitment to conform to the BWF's Constitution. Any external form of interference or attempt shall be reported to the BWF.

Ethics

- 3.3 All those persons working and participating in BADMINTON OCEANIA activities including players, coaches, technical officials, volunteers and administrators have a right to compete, work and participate in a harassment free environment. Anyone in BADMINTON OCEANIA who shares in its activities shall perform their duties in an ethical manner.

Conflict of Interest

- 3.4 Members of any decision-making body of BADMINTON OCEANIA shall be independent in their decisions. No one with a personal or business interest in the issue under discussion shall be involved in the decision. It is the individual's responsibility to declare a conflict of interest, and where appropriate remove himself / herself from the room while the decision is under consideration.

Non-discrimination

- 3.5 BADMINTON OCEANIA and its Members shall not allow any form of discrimination including (but not limited to) political, religious, racial or gender discrimination, to affect its decisions and its actions.
- 3.6 Anyone in BADMINTON OCEANIA who shares in its activities in any capacity shall perform their duties in a non-discriminatory manner.

Inclusivity

3.7 BADMINTON OCEANIA supports inclusion and equal opportunity for all.

Integrity of Sport

3.8 Athletes have the right to compete in Badminton that is free from doping and free from manipulation, match-fixing and corruption.

BADMINTON OCEANIA shall operate in a transparent way so that its decisions and actions are open to scrutiny by its membership and the general public. Comprehensive information on its decisions, regulations, policies and programmes shall be available on its website.

4. Definitions / Interpretation

In this constitution, the following words and phrases shall have the following respective meanings:

- 4.1 “Act” means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- 4.2 “AGM” means an annual general meeting of BADMINTON OCEANIA.
- 4.3 “Badminton” means the sport of badminton as administered by the BWF.
- 4.4 “Badminton Federation” means a national body administering badminton in a country within the Oceania region.
- 4.5 “BADMINTON OCEANIA” means Badminton Oceania Confederation Incorporated, an incorporated society registered in New Zealand.
- 4.6 “BWF” means the Badminton World Federation.
- 4.7 “BWF Constitution” means the Constitution of the BWF, as updated or amended from time to time.
- 4.8 “Constitution” means the Constitution of BADMINTON OCEANIA.
- 4.9 “Committee” means persons appointed by the Executive Board under this Constitution to carry out the roles and duties specified by the Executive Board.
- 4.10 “Contact person” for BADMINTON OCEANIA is the Secretary General.
- 4.11 “Covered Persons”: includes Officials, volunteers, employees and contractors, Players and Related Persons and also includes Members of BADMINTON OCEANIA,

as well as any natural person or organisation that has accepted BADMINTON OCEANIA's jurisdiction.

- a) Any person who ceases to be a Covered Person for any reason shall for all purposes under these rules be deemed to be and to remain a Covered Person in respect of any investigation or allegation into conduct while that person was a Covered Person and
- b) Any person who became a Covered Person shall be deemed to be and to remain a Covered Person for a continuous period of 12 months after the date, on each occasion, upon which that person became a Covered Person
- c) Any person who is not otherwise a Covered Person but who engages in conduct which would amount to conduct which is in breach of the Statutes shall be deemed for the purposes of these Procedures as a Covered Person but shall be liable only to the Sanction(s) of a Suspension and/or a Venue Exclusion Order

4.12 Deputy President means the person who is deputy to the President

4.13 "Electronic Means" means electronic transmission of data approved from time to time by the Executive.

4.14 "Executive Board" means the body elected by the Members at an AGM as described in Clauses 15, 16 and responsible for the policies and governance of Badminton Oceania as described in Clause 17.

4.15 "General Meeting" means an Annual General Meeting (AGM) or a Special General Meeting (SGM) of Badminton Oceania as described in Clauses 11 and 14. "In writing" or "mail" wherever occurring includes electronic means.

4.16 "Interested" has the meaning set out in section 62 of the Act and additional circumstances, including non-financial.

4.17 "Interests Register" means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

4.18 "Life Member" means a person awarded life membership of Badminton Oceania pursuant to Clause 8.

4.19 "Mid Term" means the meeting of the Executive Board approximately 6 months after the AGM

4.20 "Matter" means:

- (a) BADMINTON OCEANIA'S performance of its activities or exercise of its powers; or

(b) an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by BADMINTON OCEANIA.

- 4.21 “Member” – means any Badminton Federation which is a Member or Associate Member of the BWF from the Continental Confederation of Oceania who automatically become a Member of BADMINTON OCEANIA.
- 4.22 “Member in Good Standing” means:
- a) does not have any BWF subscriptions due
 - b) is not under suspension by the BWF or BADMINTON OCEANIA
 - c) has submitted Schedule A to the BWF for the current year
 - d) does not have any outstanding monies owing to BADMINTON OCEANIA more than 6 months overdue, unless a repayment plan has been agreed with the Executive Board.
- 4.23 “Notice” means formal notification, whether by in writing, by mail, or by electronic means.
- 4.24 “Officer” means an Executive Board Member and any natural person occupying a position in BADMINTON OCEANIA that allows the person to exercise significant influence over the management or administration of BADMINTON OCEANIA, or any meaning subsequently amended by the Act.
- 4.25 “Official” means any person (whether paid or unpaid) who is part of the workforce in any badminton activity or tournament under the auspices of BADMINTON OCEANIA.
- 4.26 “Permanently reside” means the person must hold legal status as a permanent resident of the country.
- 4.27 “Player” means any player who enters or participates in any badminton Tournament.
- 4.28 “Quorum” means the minimum number of delegate present to make the meeting valid.
- 4.29 “President” means the person elected into the position of President.
- 4.30 “Related Person” means any coach, trainer, therapist, physician, management representative, agent, family member, tournament guest, business associate or other affiliate or associate of any Player, or any other person is involved in any badminton activity or tournament under the auspices of BADMINTON OCEANIA.
- 4.31 “Secretary General” means the Secretary General of BADMINTON OCEANIA.

- 4.32 “Statutes” means this constitution and the full body of regulations and policies of the BWF or BADMINTON OCEANIA, accordingly, in force at any relevant date, and as published.
- 4.33 “Tournaments” refers to badminton tournaments recognised by the BWF and belonging to BADMINTON OCEANIA in accordance with the General Competition Regulations (BWF Statutes, Section 5.1) and the Para Badminton General Competition Regulations (BWF Statutes, Section 5.5)
- 4.34 “Valid Proposal” – a proposal for an AGM if it has been a) submitted in writing by a Member in Good Standing, 2) reaches the Secretary General by the deadlines for proposals as per Clause 12.2, 3) is seconded by a different Member in Good Standing and 4) is of the competent business of the AGM.
- 4.35 “Vice President” means the person who is elected to the position of BWF Vice President - Oceania.
- 4.36 “Votes Cast” means votes by a show of hands or valid votes that are submitted in a secret ballot of Members present and entitled to vote at a meeting of BADMINTON OCEANIA. Blank voting slips, blank pieces of paper and void voting slips shall not be counted as “Votes Cast”. Similarly, an abstention in a show of hands does not count as a Vote Cast. Voting majorities shall be counted on the basis of Votes Cast.
- 4.37 “Voting Delegate” means the one delegate nominated by a Member to vote on behalf of the Member at General Meetings.
- 4.38 Words signifying the masculine gender in this Constitution include the feminine and neuter genders and vice versa.
- 4.39 Any deadline referred to in this constitution shall mean midnight on the day of the deadline at the location of BADMINTON OCEANIA headquarters.
- 4.40 All official communication between BADMINTON OCEANIA and Members shall be in writing. BADMINTON OCEANIA shall notify all Members of any change of address (including email addresses) of BADMINTON OCEANIA and shall keep and maintain a regularly updated list of the official addresses (including email addresses) of Members, such list to be published on the website of BADMINTON OCEANIA.

MEMBERSHIP

5. Members

- 5.1 The Members of BADMINTON OCEANIA shall consist of the Badminton Federations recognised from time to time by the BWF as the bodies controlling Badminton in the respective countries and territories within the Oceania Region.
- 5.2 A Badminton Federation consents to become a new Member of BADMINTON OCEANIA by applying to BWF to become a BWF member.
- 5.3 A Badminton Federation shall automatically become a Member of BADMINTON OCEANIA when it is accepted as a BWF Member.
- 5.4 A Badminton Federation shall automatically cease to be a Member of BADMINTON OCEANIA if it ceases to be a Member of the BWF in accordance with the BWF constitution.

6. Rights of Members

Members of BADMINTON OCEANIA shall be entitled to privileges including:

- 6.1 To be represented at and participate in and vote at General Meetings as long as they are in Good Standing.
- 6.2 To make proposals to a General Meeting as long as they are in Good Standing;
- 6.3 To nominate candidates for election onto the Executive Board or any other body requiring election at a General Meeting as long as they are in Good Standing;
- 6.4 To enter players into BWF and BADMINTON OCEANIA sanctioned tournaments;
- 6.5 To host BWF sanctioned tournaments;
- 6.6 To have their players considered for selection to represent the Member at international tournaments, competitions, multi-sport games and regional championships;
- 6.7 To participate in relevant activities organised by BADMINTON OCEANIA;
- 6.8 To receive assistance and support where possible, from BADMINTON OCEANIA.

7. Obligations of Members

- 7.1 The obligations of Members shall include:

- a) To abide by the BADMINTON OCEANIA Statutes.
- b) To accept and enforce all decisions, resolutions and directions or orders of BADMINTON OCEANIA which are made in conformity with the Statutes.
- c) To provide BADMINTON OCEANIA with an English language copy of its Constitution and all subsequent amendments thereto.
- d) To notify BADMINTON OCEANIA in writing of any amendments to the Members' constitution no later than one (1) month after the adoption of such amendments.
- e) To notify BADMINTON OCEANIA in writing of any changes to the names of elected officials or contact details of the Member within one (1) month of the change.
- f) To provide to the Secretary General a signed copy of the audited financial accounts of the Member for the previous financial year of that Member, such audited financial accounts to be provided no later than five (5) months after the end of the financial year of the relevant Member.

8. Life Members

Life Membership is awarded to those whose service to Badminton and BADMINTON OCEANIA is worthy of this high recognition.

- 8.1 Members and/or the Executive Board may nominate persons for life membership. The nomination shall be in writing, submitted to the Secretary General, outlining the history of the services and achievements of the nominee. Nominations must be received at least sixty (60) days prior to the AGM at which it is proposed that the nominee will be recognised as a Life Member.
- 8.2 The Executive Board, after considering a nomination, may propose life membership to the Members at an AGM if the Executive Board unanimously agrees that the nominee is worthy of this high recognition.
- 8.3 A nominee for life membership shall be so appointed if such a nomination is approved by three-fourths of Members present and entitled to vote at the relevant AGM so approve.
- 8.4 Privileges of a Life Member shall include free admission to all functions held by Badminton Oceania and attendance at all meetings of BADMINTON OCEANIA without power of a vote.

8.5 The life membership of a Life Member may be terminated if so approved by three-fourths of Members present and entitled to vote at a General Meeting.

9. Register of Members

9.1 BADMINTON OCEANIA must keep and maintain a register of Members as per the information provided from the BWF annually and up to date details, the register must include:

- a) each Member's contact person's name. Where a member is an entity, an up-to-date list of all Officers including contact details;
- b) each Member's Contact Details;
- c) the date each individual or organisation became a Member;
- d) the name of each person or organisation who has ceased to be a Member of Badminton Oceania within the previous 7 years and the date on which they ceased to be a Member.

9.2 A Member must provide notice to the Secretary General of any change to their Contact Details. The Member Register will be updated as soon as practicable after Badminton Oceania becomes aware of changes of the information recorded in the Member Register. All collection, storage, correction, use and disclosure of personal information will comply with the Privacy Act 2020.

9.3 Inspection of Member Register

- a) Having regard to confidentiality considerations and subject to the requirements of the Privacy Act 2020 (NZ), an extract of the register of Members, excluding the address of any delegate, Life Member or director shall be available for inspection, but not copying, by Members, upon reasonable request.

GOVERNANCE

10. Governance Structure

10.1 BADMINTON OCEANIA shall be governed by:

- a) An Executive Board
- b) General Meetings; and

- c) Meetings of the Executive Board

11. Annual General Meeting (AGM)

11.1 The AGM of BADMINTON OCEANIA shall be held annually within 5 months after the end of the financial year but not later than 31 May of each calendar year. The date, time, venue and format of the meeting shall be decided by the Executive Board.

11.2 The business of the AGM shall be (in order):

- a) To confirm the minutes of the last AGM / SGM;
- b) To receive the annual report from the Executive Board;
- c) To approve the audited financial statements for the previous financial year;
- d) Notice of disclosures of Interests of Officers (if any) including a brief summary of the matters, or types of matters, to which those disclosures relate;
- e) To confirm the independent auditor for the current financial year;
- f) To receive the budget as approved by the Executive Board;
- g) To receive the strategic plan of Badminton Oceania from time to time;
- h) To deal with agenda items for which due Notice has been received;
- i) To appoint scrutineers of the meeting (if required);
- j) To elect members of the Executive Board as and when required;
- k) To elect the BWF Vice-President -Oceania when required;
- l) To hear any other discussion points for which decisions are not required.

12. Notices of General Meetings

12.1 A Notice in writing of the date, time and venue of a General Meeting shall be sent to all Members at least ninety (90) days before the date of the meeting, by the Secretary General. Notices shall be copied to all members of the Executive Board, Life Members, BWF Council Members from the Oceania Region and the chair of all committees of BADMINTON OCEANIA.

- 12.2 The Notice of a General Meeting shall provide the deadline to receive proposals for the agenda including proposals from the Executive Board, nominations for any elections and any changes to the constitution which shall not be less than sixty (60) days before the date of the AGM. All proposals, nominations and changes to the Constitution shall be circulated to all members within seven (7) days of the Sixty (60) day deadline.
- 12.3 Proposals for the agenda shall be sent by Members to the Secretary General to be received no later than the deadline for proposals to the General Meeting.
- 12.4 The agenda for a General Meeting including any proposals duly received under the Constitution shall be sent to Members not less than thirty (30) days before the date of the relevant General Meeting.
- 12.5 The General Meeting and its business will not be invalidated simply because one or more Members do not receive notice of the General Meeting.
- 12.6 The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and relevant papers of the General Meeting or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting if:
- (a) the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and
 - (b) A motion to proceed is put to the General Meeting and a majority, or two-thirds of Votes Cast, is obtained in favour of the motion to proceed.
- 12.7 Members may nominate two (2) delegates to attend the General Meeting to represent that Member, one (1) of whom shall be the Voting Delegate at the General Meeting. Members shall provide the names of the delegates to the Secretary General not later than ten (10) days before the meeting using the delegate nomination form designed for such purpose. A delegate may represent only one Member at the General Meeting.
- 12.8 An Annual General Meeting may be held physically, virtually, or in a combination of both (“hybrid”).
- Virtual and hybrid meetings shall follow the same procedure as physical meetings, with necessary adaptations for their virtual environment.
- Virtual and hybrid meetings may take place on any virtual platform that is reasonably accessible, and that allows for each participant to hear and be heard, and to vote, if necessary.

12.9 Written resolutions are not accepted in lieu of a general meeting.

13. General Meeting Procedures

13.1 A Quorum at a General Meeting shall be not less than 4 Voting Delegates representing Members entitled to attend and vote at a General Meeting. Each Voting Delegate shall have one (1) vote.

13.2 If a quorum is not reached within 30 minutes the General Meeting will be adjourned or cancelled.

13.3 The President shall occupy the Chair at a General Meeting. In the absence of the President, the Deputy President shall act as Chair. In the absence of both the President and the Deputy President the meeting shall elect a chair (Acting Chair).

13.4 The members of the Executive Board shall have an ordinary vote but may not exercise a vote as a member of the Executive Board in addition to a vote as a delegate of a Member. The President shall not have a casting vote, nor shall any other person acting as chair of the General Meeting.

13.5 General Meetings shall be conducted in conformity with this Constitution. The chair shall have the final decisions on all points of order and matters of procedure of the meeting not covered by the Constitution.

13.6 The Chair shall not have power to rule on matters relating to the substance or content of the proposals themselves without the consent of the meeting.

13.7 Before a proposal on the agenda is discussed, the Chair shall give the delegate of the proposing Member the opportunity to talk on the proposal. The proposal shall then be discussed with the Chair providing opportunities for points of view “for the proposal” and points of view “against the proposal” before the Chair puts the proposal to the meeting for a vote.

13.8 A proposal for the agenda from the Executive Board shall follow the same process for submission and discussion as proposals from the membership.

13.9 Proposals at General Meetings shall be decided by Votes Cast.

13.10 Voting for general items on the agenda shall be by a show of hands, proclamation of voice or votes made by other technological means unless the chair or a Member proposes a secret ballot, which must be agreed by a simple majority of the Votes Cast, except as specified in the Act or in this Constitution.

- 13.11 Voting for the election of the Executive Board and other elections shall be by secret ballot or as otherwise agreed by the meeting.
- 13.12 The Voting Delegate must be present in person in order to vote. No proxy-votes are permitted.
- 13.13 It shall be required that a two-thirds (2/3) majority of Votes Cast to approve any proposal to amend the Constitution.
- 13.14 An abstention does not count as a Vote Cast.
- 13.15 Voting majorities will be calculated only on the basis of Votes Cast. If voting results in an equal number of Votes Cast “for” and “against” the proposal, the proposal shall be lost.
- 13.16 If, after voting in an election, there is a tie, a second round of voting shall take place involving only the tied candidates.
- 13.17 Members of the Executive Board, Members’ delegates, or personnel specifically staffed for the efficient running of the meeting shall have the right to attend General Meetings.
- 13.18 The Executive Board and Members’ delegates have the right to speak at General Meetings.
- 13.19 The Chair shall have the power to accept or reject observers such as media or sponsors to General Meetings. Observers shall not have speaking rights unless otherwise agreed by the meeting.
- 13.20 The Chair shall grant the Secretary General and other staff speaking rights.
- 13.21 Minutes of all General Meetings must be kept and retained digitally for a minimum of ten years.

14. Special General Meetings

- 14.1 A Special General Meeting (SGM) may be called by the Executive Board or a petition in writing signed by two thirds of the Members. The petition in writing shall state the one (1) purpose for the Special General Meeting being called and shall be signed by the Secretary General or by the president of the Member supporting the proposal.
- 14.2 The Notice calling for a SGM, as detailed in [Clause 14.1](#), shall be sent to all Members not later than forty five (45) days before the date of the proposed SGM. The notice shall detail the agenda item to be discussed at the SGM.
- 14.3 The notice calling a SGM shall give the date, time, venue and format for the SGM.

- 14.4 No other business, other than that on the agenda for which the SGM is called, shall be considered at a SGM.
- 14.5 A Special General Meeting may be held physically, virtually or in a hybrid format under the same conditions as an AGM.
- 14.6 Voting procedures for a Special General Meeting shall be the same as those for a General Meeting.

15. Executive Board

- 15.1 The Members at an AGM shall elect, from time to time, an Executive Board which shall have the powers to administer the affairs of BADMINTON OCEANIA between General Meetings.
- 15.2 The Executive Board shall consist of:
- a) The President; and
 - b) The Deputy President; and
 - c) Five (5) members as determined by Members present and entitled to vote at an AGM; and
 - d) Up to an additional two (2) appointed Members appointed by the Executive Board as per 17.13. Appointed Members are deemed neutral and are not considered part of the Member quota as per 16.9;
 - e) Provided that there must be at least 30% of each gender on the Executive Board. If there are insufficient nominations to meet this requirement, then the positions should remain vacant until such time that they can be filled to meet this requirement.
- 15.3 Members of the Executive Board shall have economy class air fares (domestic and international), accommodation and meals provided while attending meetings of the Executive Board.
- 15.4 BADMINTON OCEANIA indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.
- 15.5 With prior approval of the board, BADMINTON OCEANIA may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

- 15.6 BADMINTON OCEANIA is authorised to indemnify an Officer under section 96 of the Act for the following matters:
- (a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and
 - (b) costs incurred by the Officer for any claim or proceeding relating to that liability.
- 16. Election of the Executive Board**
- 16.1 Clause 16 is subject to Clause 15.2.
- 16.2 Nominations for the Executive Board shall be made by a Member using the nomination form designed for such purpose. The nomination form must be signed by the nominee
- 16.3 Members of the Executive Board shall serve for a term of four (4) years. The terms of Members of the Executive Board shall be staggered so that no more than one half of the Executive Board shall be re-elected every second year.
- 16.4 Nominations shall reach the Secretary General not less than sixty (60) days before the date of the relevant AGM.
- 16.5 In the event of there being insufficient nominations for any category of membership of the Executive Board, the nominees for whom nominations have been received shall be declared elected provided that the criteria in clause 15.2(e) is met. Any vacancy(s) resulting shall be filled by the Executive Board appointing such member(s) as is considered, by the majority of the Executive Board, to be appropriate and such appointee(s) shall hold office for a term expiring at the commencement of the AGM immediately following their appointment (unless terminated earlier in accordance with this Constitution) PROVIDED that the Executive Board shall not be obliged to fill such vacancy(s) if the Executive Board so resolves. Any person elected, at a subsequent AGM, to fill such vacancy(s) shall hold office for a term equivalent to the remaining term of the position to which the original vacancy(s) relates.
- 16.6 In the event of an excessive number of nominations being received to fill the said vacancies, elections shall take place in accordance with the procedure provided in [Clause 15 and 16](#) to determine which nominees shall fill the vacancies.
- 16.7 Elections to fill any casual vacancies of the Executive Board shall take place at the AGM immediately following such vacancy occurring. Nominations shall be made in accordance with the provisions of this Constitution.

- 16.8 Elected members of the Executive Board must permanently reside in the country of the Member at the time of nomination for the Executive Board and must have regular engagement with the Member.
- 16.9 No Member shall have more than two elected representatives on the Executive Board.
- 16.10 The Executive Board may, by Ordinary Resolution at a General Meeting or by Special Resolution by the Executive Board itself, remove a Board Member from the Executive Board before the expiry of their term of office if the Executive Board considers the Board Member concerned:
- (a) has seriously breached duties under this Constitution or the Act; or
 - (b) is no longer a suitable person to be a Board Member; or
 - (c) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring BADMINTON OCEANIA or badminton into disrepute or which may be prejudicial to the Purposes or the interests of BADMINTON OCEANIA and/or badminton if they remain as an Executive Board Member.
- 16.11 The Executive Board Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.
- 16.12 Before considering a motion for removal, the Executive Board Member affected by the motion must be given:
- (a) notice that an Executive Board Meeting is to be held to discuss the motion to remove the Executive Board Member; and
 - (b) adequate time to prepare a response; and
 - (c) the opportunity prior to the Executive Board Meeting to make written submissions; and
 - (d) the opportunity to be heard at the Executive Board Meeting.
- 16.13 A Member of the Executive Board shall cease to be an Executive Board member if
- (a) their term expires;
 - (b) the person resigns by delivering a signed notice of resignation to the Executive Board;
 - (c) the person is removed from office under this Constitution;
 - (d) the person becomes disqualified from being an officer under section 47(3) of the Act; or
 - (e) the person fails to attend two (2) consecutive meetings of the Executive Board without written leave of absence; or
 - (f) the person dies.

16.14 In the event of a vacancy on the Executive Board, provided that the criteria in clause 15.2(e) is met, the remaining members of the Executive Board may appoint or second a member to replace such vacancy, which appointment/secondment shall continue for the remainder of the original term of the position filled. Where such vacancy arises, the Executive Board may disregard clause 16.7 and may make a skills-based appointment where the Executive Board has identified the need for such an appointment.

16.15 President and Deputy President:

- a) The President and Deputy President shall represent different Members.
- b) The President and Deputy President can only serve in that position for a maximum of three terms, each of four (4) years.
- c) In the absence of the President, the Deputy President shall assume the responsibilities of the position.
- d) If the President is unable to complete the term, the Deputy President shall be Acting President until the next AGM at which elections can be called for the remainder of the original term, with due notice under the Constitution.
- e) If the Deputy President is unable to complete the term, the Executive Board shall appoint an Acting Deputy President until the next AGM at which elections can be called for the remainder of the original term, with due notice under the Constitution.

16.16 Eligibility for membership of Executive Board

The following persons shall not be eligible for appointment, election, or to remain in office as a member of the Executive Board:

- a) A person who is an employee of, or contractor to BADMINTON OCEANIA.
- b) A person who is disqualified from being elected, appointed or holding office as an Executive Board member under section 47 of Act.
- c) A person who is the subject of any criminal or other investigation or proceeding that may result in damage to the reputation of BADMINTON OCEANIA.
- d) A person who has been removed as an Executive Board Member following a process under this Constitution or any Statutes.

16.17 If any of the circumstances listed in Clause 16.13 or Clause 16.16 occurs to a member of the Executive Board, that member shall be deemed to have vacated

his/her office upon the relevant authority making an order or finding against that member of any of those circumstances. If a member of the Executive Board becomes or holds any position described in Clause 16.13 or Clause 16.16 (a) then upon appointment to such a position, that member of the Executive Board shall be deemed to have vacated his/her office as a member of the Executive Board.

- 16.18 The Executive Board must keep an Interests Register.
- 16.19 An Officer who is Interested in a Matter relating to BADMINTON OCEANIA must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Executive Board, as soon as practicable after the officer becomes aware that they are interested in the Matter, and in the Interests Register.
- 16.20 A Executive Board Member who is Interested in a Matter:
- a) must not vote or take part in a decision of the Executive Board relating to the Matter, unless all non-interested Executive Board Members consent;
 - b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Executive Board Members consent;
 - c) must not take part in any Executive Board discussion relating to the Matter or be present at the time of the Executive Board decision, unless all non-interested Executive Board Members consent;
 - d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 16.21 Despite clause 16.19, if 50% or more Executive Board Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.
- 16.22 The Executive Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure in the manner set out in the Regulations.

17. Executive Board Functions, Powers, and Responsibilities

The Executive Board has the responsibility to conduct and oversee the day to day affairs of Badminton Oceania between General Meetings.

Functions and powers

17.1 Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution:

- a) the Executive Board must manage, direct or supervise the operation and affairs of BADMINTON OCEANIA; and
- b) the Executive Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of BADMINTON OCEANIA.

The Executive Board shall have the responsibility:

- 17.2 To take the necessary steps to achieve the objectives of BADMINTON OCEANIA as detailed in the Constitution.
- 17.3 To implement the decisions of a General Meeting.
- 17.4 To uphold and ensure observance of the Statutes by members of the Executive Board and by Members.
- 17.5 To establish the duties of the individual members of the Executive Board and appointing Committees, their membership and determining their terms of reference as detailed in the Statutes.
- 17.6 To determine regulations, codes, policies and guidelines not determined in accordance with the business of a General Meeting.
- 17.7 To appoint the chairs of committees.
- 17.8 To appoint a three (3) person Hearing Panel, to hear particular governance related cases as per the Judicial provisions.
- 17.9 To interpret the BADMINTON OCEANIA statutes where under dispute.
- 17.10 To appoint the Secretary General on agreed terms and conditions.
- 17.11 To determine the financial policy, approve the budget and the financial reports as prepared by the Secretary General.

- 17.12 To agree the financial protocols for BADMINTON OCEANIA and financial reports to be received by each Member of the Executive Board monthly or such other period as determined, but not less than quarterly.
- 17.13 To appoint up to two (2) persons to the Executive Board who may have the specific skills required by the Executive Board. Appointed persons may be appointed for a term of up to four (4) years and may be appointed to ensure rotational terms that coincide with the elected Executive Board rotational terms. Appointed persons will have all the same powers and duties as elected members of the Executive Board. Appointed Members are deemed neutral and are not considered part of the Member quota as per 16.8 and 15.2(d).
- 17.14 To receive reports from Committees.
- 17.15 To make emergency decisions if the need arises providing that such decisions are not in direct conflict with the Constitution.
- 17.16 To determine the venue and date of any General Meetings.
- 17.17 To establish and amend those elements of Statutes under its competence.
- 17.18 To make proposals to the AGM.
- 17.19 To manage the funds and property of BADMINTON OCEANIA which are:
(a) controlled, invested and disposed of by the Executive Board, subject to this Constitution; and
(b) devoted solely to the promotion of the Purposes.
- 17.20 To ensure the Officers and Individual Members may not receive any distributions of surplus from BADMINTON OCEANIA. This does not prevent Officers or Individual Members:
(a) Receiving reimbursement of actual and reasonable expenses incurred; or
(b) Entering into any transaction with BADMINTON OCEANIA for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties;
- Provided no Officer or Individual Member is allowed to influence any such decision made by BADMINTON OCEANIA in respect of payments or transactions between it and them, their direct family or any associated entity.

18. Executive Board Procedures

- 18.1 The President shall assume the Chair of the Executive Board for meeting purposes. If the President declines to undertake this responsibility, this may be delegated to the Deputy President.
- 18.2 Each member of the Executive Board shall be entitled to a deliberative vote only. In the result of a tied result to voting, the President shall have a casting vote
- 18.3 A quorum for any meeting of the Executive Board shall be at least 50% of the members of the Executive Board. The Executive Board may conduct meetings and vote by electronic means and such meetings shall have the same standing as meetings in person. For the purposes of this clause, “electronic means” means communication by telephone, email, audio, or audio-visual link, or other electronic communication means. No proxy-votes are permitted.
- 18.4 The Secretary General, with the approval of the President, may invite other persons to attend meetings of the Executive Board. Such a person shall have consultative powers only.
- 18.5 The Executive Board will meet annually at the AGM and also at mid-term either in person or in accordance with Clause 18.3, and at other times as determined by the Executive Board. An Executive Board meeting can be called at any time by the Chair or by a minimum of three Executive Board members.
- 18.6 The minutes of each Executive Board meeting shall be posted on the website of BADMINTON OCEANIA within 21 days of the relevant meeting and copies shall be made available, thereafter, to Members making written request for same.
- 18.7 The Secretary General shall ensure that the annual financial statements are prepared and audited as soon as possible thereafter but not later than 31 March after the close of each financial year unless specifically approved by the Executive Board.
- 18.8 Except to the extent specified in the Act or this Constitution, the Executive Board may regulate its own procedures.
- 18.9 If any matter arises which, in the opinion of the Executive Board, is not provided for in this Constitution or any Statutes, or if any dispute arises out of the interpretation of this Constitution or the Statutes, the matter or dispute will be determined by the Executive Board until set aside by resolution of Members at a General Meeting.

19. BWF Vice President – Oceania

19.1 At the AGM, delegates shall elect a current member of the Executive Board (including those members of the Executive Board elected at the AGM) to be the Oceania BWF Vice President, subject to meeting the criteria as defined in the BWF regulations. This election shall take place in the year before an Olympic Games and shall be for a term of four (4) years. In the event that the BWF Vice President – Oceania ceases to be a member of the Executive Board during the term of their Vice Presidency, then that person must immediately resign from the position of BWF Vice President- Oceania unless their retention of that position is approved by no less than two-thirds of the members of the Executive Board.

19.2 The BWF Vice President – Oceania shall have no additional vote at meetings of the Executive Board.

19.3

- a) If the BWF Vice President- Oceania does not complete their full term of four (4) years as BWF Vice President – Oceania , an acting BWF Vice President - Oceania shall be appointed by the Executive Board from the membership of the Executive Board until the next Annual General Meeting when a successor shall be elected for the remainder of the original term.
- b) The Oceania BWF Vice-President may be re-elected for further terms of office if properly nominated for election.

19.4 The BWF Vice President – Oceania shall provide to the Executive Board a written report as to the activities, requirements, and content of meetings of the BWF within one (1) month of every BWF meeting.

20. The Secretary General

20.1 The Executive Board shall appoint a Secretary General/CEO on such terms as it deems appropriate. The Secretary General and staff have no vote at a General Meeting. The Secretary General/CEO has the power to perform all things as necessary and desirable for the proper management and administration of BADMINTON OCEANIA in accordance with the Statutes and decisions of the Members at General Meetings, and the Executive Board; including the appointment of Staff and other day to day management duties

21. Method of Contracting

21.1 A contract or other enforceable obligation may be entered into by BADMINTON OCEANIA:

- (i) by deed by:
 - (A) 2 or more Officers; or
 - (B) an Officer, or Secretary General, whose signature must be witnessed; or
- (ii) by agreement by a person acting under BADMINTON OCEANIA'S express or implied authority.

JUDICIAL PROVISIONS

22. Jurisdiction

22.1 Covered Persons shall recognise and accept the following:

- 22.1.1 the BADMINTON OCEANIA Statutes and their mandatory nature;
- 22.1.2 BADMINTON OCEANIA'S authority within its sphere of activity concerning Badminton in the region of Oceania including its jurisdiction and its right to make decisions and impose sanctions based on the Badminton Oceania Statutes;
- 22.1.3 that the BWF judicial bodies and the Court of Arbitration and Sport (CAS) are the only competent judicial authorities external to BADMINTON OCEANIA in respect of BADMINTON OCEANIA and its Statutes to the exclusion of any ordinary court of law, any civil judicial authority of any country and any other arbitration body;
- 22.1.4 the requirement to abide by the decisions of BADMINTON OCEANIA, the BWF and/or CAS without attempting to hinder their application.

23. Application of BWF Statutes

In addition to the BADMINTON OCEANIA Statutes, Covered Persons are bound by:

23.1 The BWF Judicial Procedures

- 23.2 The Badminton Code of Ethics; and
- 23.3 The BWF Codes of Conduct (BWF Statutes, Section 2.2) except where BADMINTON OCEANIA has opted out.
- 23.4 If BADMINTON OCEANIA wishes to opt out of the BWF Codes of Conduct, the BADMINTON OCEANIA General Meeting shall be the competent body for the following:
 - a) Section 2.2.1 – Candidates for Election Code of Conduct
 - b) Section 2.2.2 – Elected Officials Code of Conduct
- 23.5 The BADMINTON OCEANIA Executive Board shall be the competent body to opt out of all other BWF Codes of Conduct.

24. Judicial Authority

- 24.1 The following bodies of BADMINTON OCEANIA have judicial powers in accordance with the BADMINTON OCEANIA Statutes:
 - 24.1.1 The General Meeting;
 - 24.1.2 The Executive Board;
 - 24.1.3 The Judicial Panel
- 24.2 These judicial bodies (BADMINTON OCEANIA Judicial bodies) have the power to make decisions and impose penalties in their areas of duty set out in the BADMINTON OCEANIA Statutes.
- 24.3 Potential breaches of the BWF and the BADMINTON OCEANIA Statutes shall be processed in accordance with the BWF Judicial Procedures.

25. Judicial Procedures

- 25.1 BADMINTON OCEANIA Judicial bodies recognise and shall follow the procedures and principles as set out in the BWF Judicial Procedures.
- 25.2 BADMINTON OCEANIA Judicial bodies shall provide fair procedures to all parties involved and shall respect their fundamental rights, complying with the rules of natural justice.
- 25.3 All processes undertaken shall respect the following principles:

- a) Presumption of innocence;
 - b) Right to a fair hearing (either in person or in writing), within reasonable time, by an impartial hearing panel;
 - c) Right to be represented by a lawyer;
 - d) Right to be informed of nature and cause of charges or allegations, as well as the possible consequences;
 - e) Right to call witnesses and give evidence in his/her defence (either in person or in writing);
 - f) Right to have an interpreter; and
 - g) Right to a timely, written, reasoned, impartial decision;
 - h) Right to appeal a decision where such decision is appealable under the BWF Judicial Procedures.
- 25.4 The Badminton Oceania Judicial bodies shall be responsible for matters covered under the BADMINTON OCEANIA Complaints, Disputes and Disciplinary Policy and Procedure which complies with natural justice.
- 25.5 The Executive Board may amend the BADMINTON OCEANIA regulations, policies or procedures, provided that any changes are consistent with the rules of natural justice and the requirements of the Act and the requirements of the Constitution.
- 26. Judicial Panel**
- 26.1 The Judicial Panel shall have general jurisdiction on any dispute that is not governed by the BWF Judicial Procedures, and shall have jurisdiction for matters where authorised by the BWF Judicial Procedures.
- 26.2 The Judicial Panel, if required, shall be composed of three members appointed by the Executive Board. At least one member shall be a BADMINTON OCEANIA Executive Board member (elected or appointed) and the other members shall be external and independent of BADMINTON OCEANIA. The external and independent members of BADMINTON OCEANIA shall have knowledge of sports law and governance.
- 26.3 The Executive Board shall appoint a Chair of the Judicial Panel.

- 26.4 Decisions of the Judicial Panel are final at the BADMINTON OCEANIA level and may only be appealed through the appeal routes set out in the BWF Judicial Procedures as “CC Governance cases”.

27. Sanctions

- 27.1 The Judicial Panel shall have the power on behalf of BADMINTON OCEANIA to impose any penalties, within BADMINTON OCEANIA’s competence, on any Covered Person who acts against the interest of BADMINTON OCEANIA Statutes, or who fails to comply with a decision by BADMINTON OCEANIA.

- 27.2 The following penalties may be imposed by a Judicial Panel on Covered Persons:

- a) Reprimand;
- b) Suspension of Covered Persons;
- c) Dismissal;
- d) Venue Exclusion Order;
- e) Fine; and
- f) Administrative Fines and Administrative Sanctions.

ALTERATIONS

28. Alteration of this Constitution

- 28.1 Amendments to the Constitution:

- a) No amendment shall be made to this Constitution except at an AGM or SGM called, whether specifically or in conjunction with other matters, for that purpose. A proposal to amend this Constitution must be approved by a majority of two-thirds of Members present and entitled to vote at a General Meeting.
- b) Notice of any proposed amendment to this Constitution must be submitted as set out in Clause 12.
- c) Proposed amendments to the Constitution must be specific. They must refer to the Clause and paragraph concerned, specifying the words to be deleted and the words (if any) to be added, and the section must be quoted in full as it would appear if amended.

- d) Within one (1) month of any amendment to this Constitution, an officer of BADMINTON OCEANIA shall file with the Registrar of Incorporated Societies in New Zealand the details of the amendments. The notice shall be in the form required by the Registrar of Incorporated Societies in New Zealand.
- 28.2 Any repeal, alteration or replacement made to any Clause shall take effect on the day following the General Meeting repeal, alteration or replacement was approved unless otherwise specified.

DISSOLUTION OR LIQUIDATION

29. Dissolution or liquidation

- 29.1 BADMINTON OCEANIA shall be dissolved or liquidated after a special resolution to that effect is carried by a vote of three-quarters of the delegates representing Members present and entitled to vote at a General Meeting convened to consider the question. At least twenty-one (21) days advanced written notice must be provided to all members of the intention to call a meeting to propose a motion to dissolve or liquidate BADMINTON OCEANIA.
- 29.2 In the event of the dissolution or liquidation of BADMINTON OCEANIA, the property and other assets of BADMINTON OCEANIA remaining after the payment of all its debts, expenses and other liabilities shall be transferred to some other not-for-profit entity or entities having similar objects or partially similar objects to BADMINTON OCEANIA, such organisation or organisations to be determined by Members at the meeting at which the dissolution or liquidation of BADMINTON OCEANIA is approved.